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RECORDATION NO. 23810-D FILED

JUL 16 '03 1-50 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

July 16, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Third Supplement to Memorandum of Lease Agreement, a secondary document, dated as of July 3, 2003. The primary document to which this is connected is recorded under Recordation No. 23810. We request that one copy of this document be recorded under Recordation No. 23810-D.

The names and addresses of the parties to the Third Supplement to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202-4214

A description of the equipment covered by the Third Supplement to Memorandum of Lease Agreement consists of (1) deleting 20 mill gondola cars numbered DJJX 2438, 10410, 10150, 1803, 2802, 3742, 1832, 7270, 13251, 3207, 3244, 2809, 4188, 13219, 4817, 2816, 3733, 3205, 1729, and 10004, and (2) adding 20 mill gondola cars numbered DJJX DJJX 1727, 2228, 2230, 2231, 2233, 2236, 2239, 2242, 2243, 2245, 7215, 7256, 7282, 7283, 7287, 7514, 7533, 10000, 10003, and 13205.

BALL JANIK LLP

Honorable Vernon A. Williams
July 16, 2003
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A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Third Supplement to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and The David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202-4214, covering (1) deleting 20 mill gondola cars numbered DJJX 2438, 10410, 10150, 1803, 2802, 3742, 1832, 7270, 13251, 3207, 3244, 2809, 4188, 13219, 4817, 2816, 3733, 3205, 1729, and 10004, and (2) adding 20 mill gondola cars numbered DJJX 1727, 2228, 2230, 2231, 2233, 2236, 2239, 2242, 2243, 2245, 7215, 7256, 7282, 7283, 7287, 7514, 7533, 10000, 10003, and 13205.

Very Truly Yours,


Louis E. Gitomer

Enclosures

RECORDATION NO. 23810-1 FILED

JUL 16 '03 1-50 PM

SURFACE TRANSPORTATION BOARD

THIRD SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

BETWEEN

LASALLE NATIONAL LEASING CORPORATION

AND

THE DAVID J. JOSEPH COMPANY

Dated as of July 3, 2003

THIRD SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

This Third Supplement to Memorandum of a Lease Agreement is made and entered into as of July 3, 2003 among LaSalle National Leasing Corporation ("Lessor") and The David J. Joseph Company ("Lessee").

WITNESSETH:

1. Lessor and Lessee entered into a Memorandum of Lease Agreement dated as of December 27, 2001, where Lessor leased to Lessee and Lessee leased from Lessor 1320 mill gondolas which was recorded at the Surface Transportation Board (the "Board") at 2:51 p.m. on January 7, 2002 under Recordation Number 23810.
2. The Memorandum of Lease Agreement and Exhibit No. 1 to the Memorandum of Lease Agreement are hereby amended to exclude therefrom mill gondolas numbered DJJX 2438, DJJX 10410, DJJX 10150, DJJX 1803, DJJX 2802, DJJX 3742, DJJX 1832, DJJX 7270, DJJX 13251, DJJX 3207, DJJX 3244, DJJX 2809, DJJX 4188, DJJX 13219, DJJX 4817, DJJX 2816, DJJX 3733, DJJX 3205, DJJX 1729 and DJJX 10004.
3. Mill gondolas numbered DJJX 2231, DJJX 2230, DJJX 2233, DJJX 2228, DJJX 10000, DJJX 10003, DJJX 13205, DJJX 1727, DJJX 7533, DJJX 7256, DJJX 7282, DJJX 7283, DJJX 7514, DJJX 7287, DJJX 2236, DJJX 2239, DJJX 2242, DJJX 2243, DJJX 2245 and DJJX 7215 are hereby substituted and included in, and subjected to the Memorandum of Lease Agreement.
4. Except as amended hereby, the Memorandum of Lease Agreement shall remain unaltered and in full force and effect.
5. This Third Supplement to Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: ~~LaSalle~~ National Leasing Corporation

By: 

Title: VP

Lessee: The David J. Joseph Company

By: 

Title: EXEC VP + CFO

[illegible]

On this 7 day of July, 2003, before me personally appeared Terr. J. Preston, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

JANA L. WELKER
NOTARY PUBLIC
BALTIMORE COUNTY

Dana R. Welles
NOTARY PUBLIC
My commission expires: 11/12/03

COMMONWEALTH OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 5th day of July, 2003, before me personally appeared James H. Goats, to me personally known, who being by me duly sworn, says that he is the EDP & CFO of The David J. Joseph Company, that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

Linda M. Baughman
 MODERATOR PUBLIC
 My Commission Expires:
 LINDA M. BAUGHMAN
 Notary Public, State of Ohio
 My Commission Expires
 July 22, 2007